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*Counsel to Neighborhood Assistance  
Corporation of America*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re	Chapter 11
RESIDENTIAL CAPITAL, LLC, <i>et al.</i> ,	Case No. 12-12020 (MG)
Debtors.	(Jointly Administered)

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**NEIGHBORHOOD CORPORATION OF AMERICA'S LIST OF  
POTENTIAL WITNESSES AND EXHIBITS FOR SALE HEARING**

Neighborhood Assistance Corporation of America ("NACA") submits the following potential exhibit and witness list in the event that the debtors in the above-captioned cases (the "Debtors") and NACA do not resolve NACA's objection to *Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), and (m), 365 and 1123, and Fed R. Bankr. P. 2002, 6005, and 6006 for Orders (A)(I) Authorizing and Approving Sale Procedures Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases Related Thereto; and (IV)*

*Granting Related Relief* (the “Sale Motion”) [ECF No. 61]. NACA will endeavor to continue to contact the Debtors to resolve NACA’s objection prior to the sale hearing.

<b><u>POTENTIAL WITNESS LIST</u></b>	
A	Bruce Marks, Chief Executive Officer, Neighborhood Assistance Corporation of America
<b><u>POTENTIAL EXHIBIT LIST</u></b>	
<b><u>Exhibit</u></b>	<b><u>Description</u></b>
A	Declaration of Bruce Marks in Support of Neighborhood Assistance Corporation of America's Statement Regarding, and Objection to, the Debtors' Proposed Sale of Their Platform Assets to Ocwen Loan Servicing, LLC [ECF No. 2070] (the “Marks Declaration”).

New York, New York  
Dated: November 12, 2012

ALCANTAR LAW PLLC

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